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*Counsel for the Debtors, Acting at the Direction
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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
In re:	: Chapter 11
	:
SEARS HOLDINGS CORPORATION, et al.,	: Case No. 18-23538 (SHL)
	:
Debtors.¹	: (Jointly Administered)
	:
-----X	

**CERTIFICATE OF NO OBJECTION REGARDING
THE FINAL FEE APPLICATION OF STOUT RISIUS ROSS, LLC**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); SHC Licensed Business LLC (3718); SHC Promotions LLC (9626); Sears Brands Management Corporation (5365), and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 1700 Broadway, 19th Floor, New York, New York 10019.

Pursuant to 28 U.S.C. § 1746 and in accordance with this Court's case management procedures set forth in the *Amended Order Implementing Certain Notice and Case Management Procedures*, entered on November 1, 2018 [ECF No. 405] (the "Amended Case Management Order"), the undersigned hereby certifies as follows:

1. On October 11, 2022, the *Final Fee Application of Stout Risius Ross, LLC Real Estate Consultant and Advisor For the Debtors For the Period From November 21, 2018 Through and Including June 30, 2019* [ECF No. 10667] ("Stout's Final Fee Application") was filed on the docket.

2. On October 11, 2022, a notice of hearing regarding Stout's Final Fee Application was filed [ECF No. 10668] (the "Notice of Hearing").

3. Stout's Final Fee Application and Notice of Hearing were served as reflected in the Affidavit of Service filed by Kroll Restructuring Administration LLC on October 17, 2022 [ECF No. 10682].

4. Pursuant to the Notice of Hearing, the deadline for parties to object or file responses to Stout's Final Fee Application was November 7, 2022 at 4:00 p.m. (Eastern Time) (the "Objection Deadline").

5. The Amended Case Management Order provides that pleadings may be granted without a hearing, provided that no objections or other responsive pleadings have been filed on, or prior to, the relevant response deadline and the attorney for the entity who filed the pleading complies with the relevant procedural and notice requirements.

6. As of the filing of this certificate, more than 48 hours have elapsed since the Objection Deadline, and the undersigned counsel hereby certifies that as of the date hereof, no objection or other response to Stout's Final Fee Application has been filed or served.

7. Accordingly, the undersigned counsel respectfully requests entry of the Proposed Order, attached hereto as Exhibit A, in accordance with the procedures described in the Amended Case Management Order.

Dated: November 10, 2022

/s/ Robert A. Britton

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Exhibit A

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re:	: Chapter 11
	:
SEARS HOLDINGS CORPORATION, et al.,	: Case No. 18-23538 (SHL)
	:
Debtors.²	: (Jointly Administered)
	:
-----X	

**ORDER GRANTING STOUT RISIUS ROSS, LLC’S APPLICATION FOR FINAL
ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES**

Upon consideration of the *Final Fee Application of Stout Risius Ross, LLC Real Estate Consultant and Advisor For the Debtors For the Period From November 21, 2018 Through and Including June 30, 2019* [Docket No. 10667] (the “Application”) for entry of an order, pursuant to sections 330(a) and 331 of the Bankruptcy Code and Bankruptcy Rule 2016, for final allowance of compensation in the amount of \$192,695.50 for professional services performed and reimbursement of actual and necessary expenses incurred in the amount of \$6,960.60 by Stout Risius Ross, LLC (“Stout”) on behalf of the Debtors and Debtors in

² The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); SHC Licensed Business LLC (3718); SHC Promotions LLC (9626); Sears Brands Management Corporation (5365), and SRe Holding Corporation (4816). The location of the Debtors’ corporate headquarters is 1700 Broadway, 19th Floor, New York, New York 10019.

Possession, Acting at the Direction of the Restructuring Sub-Committee, during the period from November 21, 2018 through and including June 30, 2019 (the “Fee Period”); and the Court having jurisdiction to consider the Application and the relief requested therein in accordance with 28 U.S.C. §§ 157(a)-(b) and 1334(b) and the Amended Standing Order of Reference M-431, dated January 31, 2012 (Preska, C.J.); and consideration of the Application and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Application and the deadline for filing objections to the relief requested therein having been provided; and due consideration given that responses or objections have not been made; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Application is granted to the extent set forth herein.
2. Compensation to Stout for professional services rendered during the Fee Period is allowed on a final basis in the amount of \$192,695.50.
3. Reimbursement to Stout for expenses incurred during the Fee Period is allowed on a final basis in the amount of \$6,960.60.
4. This Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: November ___, 2022
White Plains, New York

THE HONORABLE SEAN H. LANE
UNITED STATES BANKRUPTCY JUDGE